

ORIGINAL

SKADDEN, ARPS, SLATE,
MEAGHER & FLOM LLP
Jerome S. Hirsch
Four Times Square
New York, New York 10036
Tel: (212) 735-3000

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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JASON ALLEN, Individually and on Behalf of *All*
Others Similarly Situated, :

Plaintiff, :

- against - :

ORION ENERGY SYSTEMS, INC., NEAL R. :
VERFUERTH, DANIEL J. WAIBEL, THOMAS A. :
QUADRACCI, MICHAEL J. POTTS, DIANA :
PROPPER de CALLEJON, JAMES R. KACKLEY, :
ECHKHART G. GROHMANN, PATRICK J. :
TROTTER, THOMAS WEISEL PARTNERS, LLC, :
CANACCORD ADAMS, INC., AND PACIFIC :
GROWTH EQUITIES, LLC, :

Defendants.

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No. 08 Civ. 1992 (RJS)

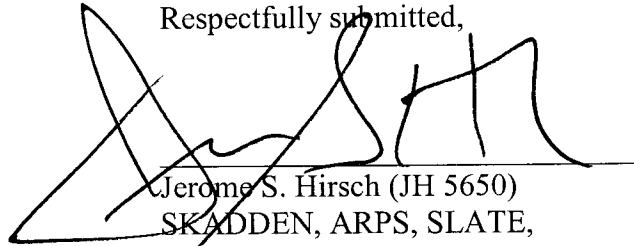
**NOTICE OF MOTION
FOR ADMISSION
PRO HAC VICE OF
ANDREW J. FUCHS**

PLEASE TAKE NOTICE that, upon the annexed Affidavit of Jerome S. Hirsch in Support of Motion for Admission Pro Hac Vice, and the annexed Affidavit of Andrew J. Fuchs, and attachments thereto, submitted herewith, defendants Orion Energy Systems, Inc., Neal R. Verfuert, Daniel J. Waibel, Thomas A. Quadracci, Michael J. Potts, Diana Propper de Callejon, James R. Kackley, Echhart G. Grohmann, and Patrick J. Trotter, through the undersigned, will move this Court before the Honorable Richard J. Sullivan, at the United States Courthouse, 500 Pearl Street, Room 615, New York, New York 10007, as soon as counsel may be heard, for an order pursuant to Rule 1.3(c) of the Rules of the United States District Court for the Southern District of New York,

admitting Andrew J. Fuchs to practice *pro hac vice* in the above-captioned matter. For the Court's convenience, a form of Order is annexed hereto.

Dated: New York, New York
April 22, 2008

Respectfully submitted,

A handwritten signature in black ink, appearing to read 'JH', is written over a horizontal line. The signature is stylized and cursive.

Jerome S. Hirsch (JH 5650)
SKADDEN, ARPS, SLATE,
MEAGHER & FLOM LLP

Four Times Square
New York, New York 10036
Tel: (212) 735-3000

Attorneys for Defendants Orion
Energy Systems, Inc., Neal R.
Verfuerth, Daniel J. Waibel, Thomas
A. Quadracci, Michael J. Potts,
Diana Propper de Callejon, James R.
Kackley, Echhart G. Grohmann, and
Patrick J. Trotter

Of Counsel

Matthew R. Kipp
Donna L. McDevitt
Andrew J. Fuchs
Martin V. Sinclair, Jr.
SKADDEN, ARPS, SLATE,
MEAGHER & FLOM LLP
333 West Wacker Drive
Chicago, Illinois 60606
(312) 407-0700

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JASON ALLEN, Individually and on Behalf of *All*
Others Similarly Situated, :

Plaintiff, :

No. 08 Civ. 1992 (RJS)

- against - :

ORION ENERGY SYSTEMS, INC., NEAL R
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QUADRACCI, MICHAEL J. POTTS, DIANA
PROPPER de CALLEJON, JAMES R. KACKLEY,
ECHKHART G. GROHMANN, PATRICK J.
TROTTER, THOMAS WEISEL PARTNERS, LLC,
CANACCORD ADAMS, INC., AND PACIFIC
GROWTH EQUITIES, LLC, :

**AFFIDAVIT OF JEROME S.
HIRSCH IN SUPPORT OF
MOTION FOR ADMISSION
PRO HAC VICE**

Defendants.

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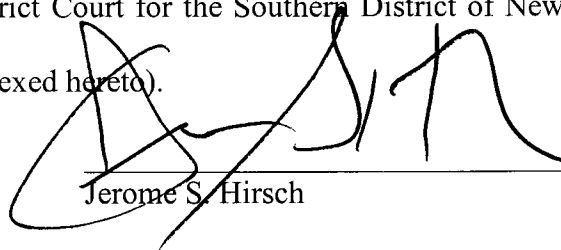
Jerome S. Hirsch, being duly sworn, deposes and states that:

1. I am a member of the law firm of Skadden, Arps, Slate, Meagher
& Flom LLP.

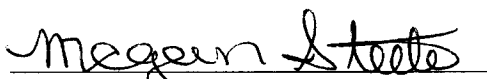
2. I am counsel in this matter for defendants Orion Energy Systems,
Inc., Neal R. Verfuert, Daniel J. Waibel, Thomas A. Quadracci, Michael J. Potts, Diana
Propper de Callejon, James R. Kackley, Echhart G. Grohmann, and Patrick J. Trotter. I
am a member of the bar of the State of New York and admitted to practice in the United
States District Court for the Southern District of New York.

3. I make this affidavit in support of the motion, pursuant to Local Rule 1.3(c), for the admission of Andrew J. Fuchs to practice *pro hac vice* in the above-captioned matter. I know Mr. Fuchs to be of the highest character and fully recommend his admission. Mr. Fuchs serves as counsel to defendants Orion Energy Systems, Inc., Neal R. Verfuert, Daniel J. Waibel, Thomas A. Quadracci, Michael J. Potts, Diana Propper de Callejon, James R. Kackley, Echhart G. Grohmann, and Patrick J. Trotter. (See Affidavit of Andrew J. Fuchs, annexed hereto).

4. As shown in the Certificates of Admission annexed to his affidavit in support of his admission *pro hac vice*, Mr. Fuchs is a member in good standing of the bars of New York and Illinois. He is familiar with the Federal Rules of Civil Procedure and with the Rules of the United States District Court for the Southern District of New York. (See Affidavit of Andrew J. Fuchs annexed hereto).


Jerome S. Hirsch

Sworn to before me
this 22nd day of April 2008.


Notary Public

MEGHAN M. STEELE
NOTARY PUBLIC, State of New York
No. 01576177619
Qualified in New York County
Commission Expires Nov. 5, 2011

SKADDEN, ARPS, SLATE,
MEAGHER & FLOM LLP
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UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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JASON ALLEN, Individually and on Behalf of *All*
Others Similarly Situated, :

Plaintiff, : No. 08 Civ. 1992 (RJS)

- against - :

ORION ENERGY SYSTEMS, INC., NEAL R : **AFFIDAVIT OF**
VERFUERTH, DANIEL J. WAIBEL, THOMAS A. : **ANDREW J. FUCHS**
QUADRACCI, MICHAEL J. POTTS, DIANA : **IN SUPPORT OF**
PROPPER de CALLEJON, JAMES R. KACKLEY, : **MOTION FOR ADMISSION**
ECHKHART G. GROHMANN, PATRICK J. : **PRO HAC VICE**
TROTTER, THOMAS WEISEL PARTNERS, LLC, :
CANACCORD ADAMS, INC., AND PACIFIC :
GROWTH EQUITIES, LLC, :

Defendants.

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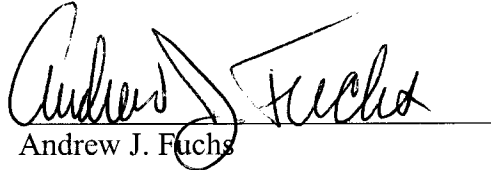
STATE OF ILLINOIS)
)ss:
COUNTY OF COOK)

Andrew J. Fuchs, being duly sworn, deposes and states that:

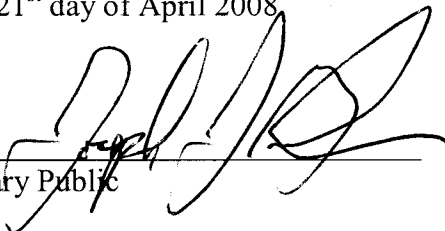
1. I am counsel in this matter for defendants Orion Energy Systems, Inc., Neal R. Verfuert, Daniel J. Waibel, Thomas A. Quadracci, Michael J. Potts, Diana Propper de Callejon, James R. Kackley, Echhart G. Grohmann, and Patrick J. Trotter.
2. I make this affidavit in support of the motion for my admission to practice *pro hac vice* in the above-captioned matter.

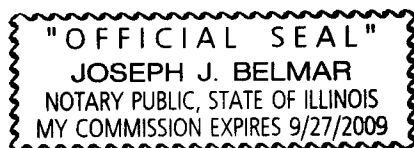
3. I am an associate with the law firm of Skadden, Arps, Slate, Meagher & Flom LLP, 333 West Wacker Drive, Chicago, Illinois 60606, telephone number (312) 407-0700, facsimile number (312) 407-0411.

4. As shown in the Certificate of Admission annexed hereto, I am a member in good standing of the bars of New York and Illinois. I am admitted to practice before the United States District Court for the Northern District of Illinois. I am familiar with the Federal Rules of Civil Procedure and with the Rules of the United States District Court for the Southern District of New York.


Andrew J. Fuchs

Sworn to before me
this 21st day of April 2008


Notary Public



**Appellate Division of the Supreme Court
of the State of New York
First Judicial Department**

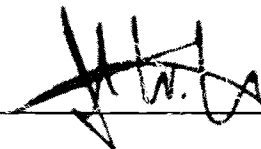
I, John M. McConnell, Clerk of the Appellate Division of the Supreme Court of the State of New York, First Judicial Department, certify that

ANDREW J. FUCHS

was duly licensed and admitted to practice as an Attorney and Counsellor at Law in all the courts of the State of New York on the 21st day of March, 2003 has duly taken and subscribed the oath of office prescribed by law, has been enrolled in the Roll of Attorneys and Counsellors at Law on file in my office, has duly registered with the administrative office of the courts, and according to the records of this court is in good standing as an attorney and counsellor at law.

In Witness Whereof, I have hereunto set my
hand and affixed the seal of this court on

April 14, 2008

A handwritten signature in black ink, appearing to read "J.M. McConnell", is written over a horizontal line.

Clerk of the Court

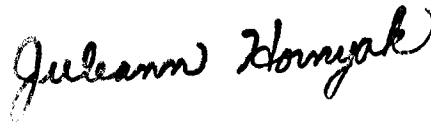
Certificate of Admission To the Bar of Illinois

I, Juleann Hornyak, Clerk of the Supreme Court of Illinois, do hereby certify that

Andrew J. Fuchs

has been duly licensed and admitted to practice as an Attorney and Counselor of Law within this State; has duly taken the required oath to support the CONSTITUTION OF THE UNITED STATES and of the STATE OF ILLINOIS, and also the oath of office prescribed by law, that said name was entered upon the Roll of Attorneys and Counselors in my office on April 25, 2006 and is in good standing, so far as the records of this office disclose.

In Witness Whereof, I have hereunto
placed my hand and affixed the seal
of said Supreme Court, at Springfield,
in said State, this Thursday, April 17, 2008.

A handwritten signature in black ink, reading "Juleann Hornyak". The signature is written in a cursive, flowing style.

Clerk

SKADDEN, ARPS, SLATE,
MEAGHER & FLOM LLP
Jerome S. Hirsch
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UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

----- X

JASON ALLEN, Individually and on Behalf of *All*
Others Similarly Situated, :

Plaintiff, : No. 08 Civ. 1992 (RJS)

- against - : **ORDER**

ORION ENERGY SYSTEMS, INC., NEAL R :
VERFUERTH, DANIEL J. WAIBEL, THOMAS A. :
QUADRACCI, MICHAEL J. POTTS, DIANA :
PROPPER de CALLEJON, JAMES R. KACKLEY, :
ECHKHART G. GROHMANN, PATRICK J. :
TROTTER, THOMAS WEISEL PARTNERS, LLC, :
CANACCORD ADAMS, INC., AND PACIFIC :
GROWTH EQUITIES, LLC, :

Defendants.

----- X

Upon consideration of the foregoing Notice of Motion for Admission *Pro*
Hac Vice of Andrew J. Fuchs, and good cause having been shown,

IT IS SO ORDERED, this ____ day of April 2008, that such motion is
GRANTED.

RICHARD J. SULLIVAN
UNITED STATES DISTRICT
JUDGE

CERTIFICATE OF SERVICE

The undersigned an attorney duly admitted to practice law before this Court, hereby certifies under penalty of perjury, that on April 22, 2008, I caused a true and correct copy of the

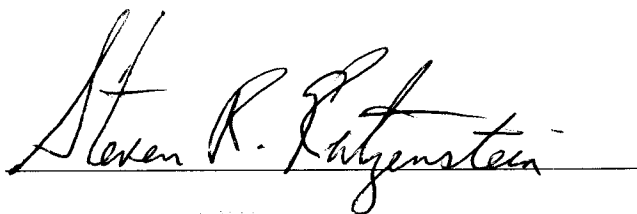
Notice of Motion for Admission Pro Hac Vice of Andrew J. Fuchs with the annexed [Proposed] Order and Affidavit of Jerome S. Hirsch in Support of Motion for Admission Pro Hac Vice sworn to on the 22nd day of April 2008 and Affidavit of Andrew J. Fuchs in Support of Motion for Admission Pro Hac Vice sworn to on the 21st day of 2008.

To be served upon the following parties by First-Class mail:

Evan J. Smith, Esq.
BRODSKY & SMITH, LLC
240 Mineola Boulevard
Mineola, NY 11501
Telephone: (516) 741-4977
Fascimile: (516) 741-0626

Richard A. Maniskas, Esq.
SCHIFFRIN BARROWAY TOPAZ & KESSLER, LLP
280 King of Prussia Road
Radnor, PA 19087
Telephone: (610) 667-7706
Fascimile: (610) 667-7056

Dated: New York, New York
April 22, 2008

A handwritten signature in black ink, reading "Steven R. Katzenstein", written over a horizontal line.

Steven R. Katzenstein